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**Re: Auction No. 83
Indirect Subsidiaries of Clear Channel Communications, Inc.
Request for Waiver of 47 C.F.R. Section 1.2105(b)(2)**

Dear Ms. Wiener:

This waiver request is being submitted on behalf of the indirect subsidiaries (the "CC Applicants")¹ of Clear Channel Communications, Inc. ("CCCCI") with pending Form 175 ("Short Form") applications filed in the March 2003 FM Translator filing window (the "Auction 83 Short Form Window"),² to the extent that the CC Applicants' would seek to participate in the upcoming Auction 83 competitive bidding window.³ Specifically, to the extent a waiver is deemed necessary, the CC Applicants hereby request a waiver of Section 1.2105(b)(2) of the Commission's Rules⁴ to allow the CC Applicants participating in Auction 83 competitive bidding to amend their respective applications to reflect the interim "major change" in ownership at the holding company level.

¹ The CC Applicants are identified on Appendix A hereto.

² See *FM Translator Auction Filing Window and Application Freeze*, Public Notice, 18 FCC Rcd 1565 (MB/WTB 2003); *FM Translator Auction Filing Window and Application Freeze Extended to March 17, 2003*, Public Notice, 18 FCC Rcd 3275 (MB/WTB 2003).

³ The Media Bureau's May 20, 2013 notice listed the CC Applicants as holding pending Short Form applications in 54 mutually exclusive Auction 83 groups, pre-settlement window. See *Public Notice, FM Translator Auction 83 Mutually Exclusive Applications Subject to Auction*, DA 13-1170 (MB rel. May 20, 2013).

⁴ 47 C.F.R. § 1.2105(b)(2).

Section 1.2105(b), "Modification and Dismissal of Short-Form Application (FCC Form 175)" provides at subpart (2), in relevant part: "Major amendments cannot be made to a short-form application after the initial filing deadline. Major amendments include changes in ownership of the applicant that would constitute an assignment or transfer of control, changes in an applicant's size which would affect eligibility for designated entity provisions, and changes in the license service areas identified on the short-form application on which the applicant intends to bid. Minor amendments include, but are not limited to, the correction of typographical errors and other minor defects not identified as major. An application will be considered to be newly filed if it is amended by a major amendment and may not be resubmitted after applicable filing deadlines."

The Auction 83 Short Form Window was held from March 10 to March 17, 2003, for the submission of proposals for new FM Translator authorizations and major modifications of existing FM Translator stations.⁵ The CC Applicants timely filed Short Form applications in the Auction 83 Short Form Window proposing new FM Translator stations.

At the time of the Auction 83 Short Form Window, as now, the CC Applicants were indirect wholly owned subsidiaries of CCCI. In 2003, CCCI was a publicly-traded company listed on the New York Stock Exchange. Five years later, in 2008, CCCI implemented a "going private" restructuring, which had been approved by CCCI's board of directors as well as by a majority of the CCCI shareholders. With this restructuring, then-public shareholders retained thirty per cent of the voting rights in the surviving holding company, with the majority of control passed to private equity funds controlled by Thomas H. Lee Partners, L.P. and Bain Capital, LLC. Thus, many of the public shareholders of CCCI were able to monetize their investment in broadcast media as a consequence of the going private restructuring. At the time of the transfer application to the FCC seeking approval of this restructuring, CCCI's subsidiaries were the licensees of over 1170 broadcast radio stations (in addition to broadcast television stations), and the transaction was valued at approximately \$27.4 billion, including the assumption or repayment of approximately \$8 billion of net debt.

With certain divestiture conditions, the full Commission determined that the public interest, convenience, and necessity would be served by the CCCI going private transaction and issued its approval in January 2008.⁶ In order to accommodate this multi-station transaction, in granting its approval, the Commission waived its policy of not acting on transfer applications while renewal applications of stations subject to the transfer were pending.⁷ The FCC-approved CCCI going private restructuring was consummated on July 30, 2008, well over five years after the close of the Auction 83 Short Form Window.

⁵ See *supra* n. 2.

⁶ See *In re Existing Shareholders of Clear Channel Communications, Inc.*, 23 FCC Rcd 1421 (2008).

⁷ See *id.* at 1435-36 [¶ 34].

As the Commission implicitly recognized in granting its consent to the multi-station CCCI going private transaction, certain policies that are administratively appropriate when applied to a single station or small group of stations would be an undue impediment to transactions involving multiple authorizations. Likewise, the Wireless Telecommunications Bureau should waive the "no major change in ownership" rule at this time so as to not impede the participation of the CC Applicants in the Auction 83 competitive bidding.

Section 1.3 of the Commission's Rules⁸ provides that any provision of the Rules may be waived by the Commission in whole or in part, for good cause shown.⁹ The Commission may exercise its discretion to waive a policy or rule where the particular facts make strict compliance inconsistent with the public interest.¹⁰ In addition, the Commission may take into account considerations of hardship, equity, or more effective implementation of overall policy on an individual basis.¹¹

Here, waiver of Section 1.2105(b)(2) would be an equitable accommodation given the extraordinary length of time the CC Applicants' Short Form applications have been pending without the opportunity to proceed to competitive bidding. It is noteworthy that the CC Applicants did not, and are not, claiming bidding credits. Thus, the 2008 major change in ownership is not impacting the CC Applicants standing in the competitive bidding process. Not only would a waiver of Section 1.2105(b)(2) here not undermine the integrity of the auction process, it would serve the public interest by maintaining the CC Applicants' ability to participate in competitive bidding, thereby potentially increasing revenues to the Treasury.

The CC Applicants could not have predicted in March 2003 that the Commission would defer the competitive bidding for Auction 83 for so many years, and that in the interim the shareholders of CCCI would approve a major restructuring. The CC Applicants appreciate that the Commission and its staff have worked hard to process an extraordinarily large number of Auction 83 applications and balance complex LPFM issues, resulting in unexpected delays in the competitive bidding for Auction 83. Nevertheless, the public and private equity market forces that resulted in the CCCI going private transaction in mid-2008 could not stand still while the Commission resolved these issues and processing burdens. It would have disserved the CCCI shareholders for a transaction of the magnitude of the going private restructuring to be held in abeyance for what has turned into a ten-year wait before the opening of competitive bidding. On the other hand, had the Commission processed the Auction 83 applications promptly, including the conduct of the auction within a predictable timeframe, there simply would have been no major change in ownership of the CC Applicants impacting their participation in Auction 83.

⁸ 47 C.F.R. § 1.3.

⁹ *Id.*

¹⁰ *See, e.g., Northeast Cellular Telephone Co. v. FCC*, 897 F.2d 1164, 1166 (D.C. Cir. 1990).

¹¹ *See, e.g., WAIT Radio v. FCC*, 418 F.2d 1153, 1159 (D.C. Cir. 1969), *aff'd.*, 459 F.2d 1203 (1972), *cert. denied*, 93 S.Ct. 461 (1972).

Under that scenario, any FM translator authorizations obtained by the CC Applicants from winning bids in such a timely-conducted auction would have been just additional authorizations listed on the transfer application for each CC Applicant, with no loss of the opportunity to participate in competitive bidding.

While the waiver request here is based on unique circumstances, it is instructive that the Media and Wireless Telecommunications Bureaus have waived Section 1.2105(b)(2) four times for noncommercial educational applications filed in auction windows, including Auction 83, to permit such applicants to participate in competitive bidding by de-selecting noncommercial status, which would otherwise be deemed a "major change."¹² These global waivers were extended to "avoid the harsh result of dismissing applicants based on subsequently adopted processing rules...."¹³ A similarly harsh and inequitable result would befall the CC Applicants if the 2008 going private restructuring stood to derail their participation in Auction 83 competitive bidding due to the unanticipated delay in the auction.

The 2008 major change in ownership of the CC Applicants occurred at the holding company level, involved multiple licensees, impacted over one thousand broadcast station authorizations and implemented a restructuring approved by its public shareholders. The CCCI going private transaction advanced the public interest by rewarding public shareholder investment in broadcast media, facilitating private equity investment in the broadcast sector and diversifying media ownership through divestitures. The full Commission expressly held that the public interest, convenience and necessity were served by this transfer of control. Given these unique circumstances, and the lengthy delays in the Auction 83 proceeding, it would serve the public interest to waive Section 1.2105(b)(2) of the Commission's Rules to the extent necessary to permit the participation of the CC Applicants in competitive bidding for new FM translator stations applied for in March 2003.

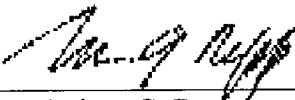
¹² See *Request for Declaratory Ruling*, DA 13-588 at 2 and n. 9 (Chief, Audio Div., Med. Bureau rel. Apr. 2, 2013).

¹³ *Id.* at 2 (citing *Reexamination of the Comparative Standards for Noncommercial Educational Applicants*, 23 FCC Rcd 17423, 17428 (2008)).

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Respectfully submitted,

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Appendix A

“CC Applicants”

AMFM Radio Licenses, L.L.C.

Capstar TX Limited Partnership, now Capstar TX, LLC *

Citicasters Licenses, L.P., now Citicasters Licenses, Inc. †

Clear Channel Broadcasting Licenses, Inc.

* Capstar TX Limited Partnership, a Delaware limited partnership, was converted to a Texas limited liability company, Capstar TX, LLC, on December 31, 2009, pursuant to prior “short-form” Commission consent. *See* File No. BALH-20091202AIC.

† Citicasters Licenses, L.P., a Nevada limited partnership, was converted to a Texas corporation, Citicasters Licenses, Inc., on December 31, 2008, pursuant to prior “short-form” Commission consent. *See* File No. BAL-20081201DFJ.